



January 29, 1990

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

0-029A002

RECORDATION NO 15701 FILED 1425

JAN 29 1990 -12 00 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

I have enclosed three originals of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code. These documents are:

1. Confirmatory Supplement dated as of January 30, 1990, a secondary document which supplements the Security Agreement (Mortgage) ("Security Agreement") dated as of June 30, 1988, between Export Development Corporation ("EDC") and the National Railroad Passenger Corporation ("Amtrak"), a primary document which was filed under Recordation No. 15701.

2. Lease Supplement No. 3 dated as of January 30, 1990, a secondary document which supplements the Lease of Railroad Equipment dated as of July 15, 1989, a primary document which was filed under Recordation No. 15701-B.

3. Lessee Security Agreement Supplement No. 3 dated as of January 30, 1990, a secondary document which supplements the Lessee Security Agreement (Mortgage) dated as of July 15, 1989, a primary document which was filed under Recordation No. 15701-D.

4. Sublease Supplement No. 3 dated as of January 30, 1990, a secondary document which supplements the Sublease of Railroad Equipment dated as of July 15, 1989, a primary document which was filed under Recordation No. 15701-F.

5. Indenture Supplement No. 3 dated as of January 30, 1990, a secondary document which supplements the Trust Indenture and Security Agreement (Mortgage) ("Trust Indenture") dated as of July 15, 1989, a primary document which was filed under Recordation No. 15701-H.

Amtrak requests that all of the documents listed herein be filed under Recordation No. 15701.

The parties to the above-listed documents include the following:

1. the Confirmatory Supplement: EDC as mortgagee and Amtrak as mortgagor.

William F. Eshelton

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2, 3 and 4. the Lease Supplement No. 3, the Lessee Security Agreement Supplement No. 3, and the Sublease Supplement No. 3: Amtrak as, respectively, lessor, mortgagor, and sublessee; Wilmington Trust Company ("Owner Trustee") as, respectively, lessee, mortgagee, and sublessor.

5. the Indenture Supplement No. 2: Owner Trustee as mortgagor and The Connecticut National Bank ("Indenture Trustee") as mortgagee.

The addresses of the parties are:

The Connecticut National Bank
777 Main Street
Hartford, Connecticut 06115
Attention: Corporate Trust Administration

Export Development Corporation
Place Export Canada
151 O'Connor Street
P.O. Box 655
Ottawa, Canada K1P 5T9

National Railroad Passenger Corporation
60 Massachusetts Avenue, N. E.
Washington, D. C. 20002
Attention: Corporate Secretary

Wilmington Trust Company
Rodney Square North
Wilmington, Delaware 19890
Attention: Corporate Trust Administration

The railway equipment covered by the primary documents referenced above consists of eighty-six (86) intercity passenger coaches bearing Amtrak road numbers 54000 to 54071, inclusive, and 54500 to 54513, inclusive, and eighteen (18) food service cars bearing Amtrak road numbers 53000 to 53007, inclusive, and 53500 to 53509, inclusive. All other documents listed above cover a portion of such railway equipment: four (4) intercity passenger coaches bearing Amtrak road numbers 54064, 54510, 54512, and 54513 and eight (8) food service cars bearing Amtrak road numbers 53006, 53007, and 53504 to 53509, inclusive.

A fee of \$75 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the person delivering same stamped with the appropriate recordation number.

Short Summaries of the documents to appear in the index follow:

1. Confirmatory Supplement to the Security Agreement (Mortgage) with Recordation No. 15701 dated as of January 30, 1990 and covering four (4) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54064, 54510, 54512, and 54513 and eight (8) food service cars bearing Amtrak road numbers 53006, 53007, and 53504 to 53509, inclusive.

2. Lease Supplement No. 3 to the Lease of Railroad Equipment with Recordation No. 15701-B dated as of January 30, 1990 and covering four (4) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54064, 54510, 54512, and 54513 and eight (8) food service cars bearing Amtrak road numbers 53006, 53007, and 53504 to 53509, inclusive.

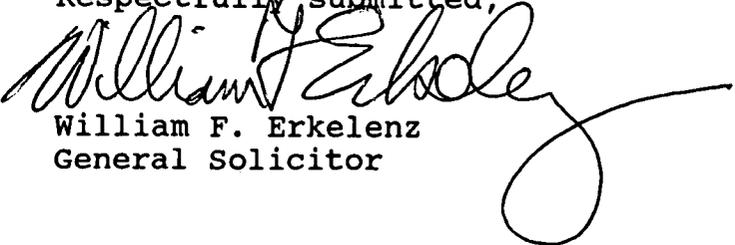
3. Lessee Security Agreement Supplement No. 3 to the Lessee Security Agreement (Mortgage) with Recordation No. 15701-D dated as of January 30, 1990 and covering four (4) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54064, 54510, 54512, and 54513 and eight (8) food service cars bearing Amtrak road numbers 53006, 53007, and 53504 to 53509, inclusive.

4. Sublease Supplement No. 3 to the Sublease of Railroad Equipment with Recordation No. 15701-F dated as of January 30, 1990 and covering four (4) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54064, 54510, 54512, and 54513 and eight (8) food service cars bearing Amtrak road numbers 53006, 53007, and 53504 to 53509, inclusive.

5. Indenture Supplement No. 3 to the Trust Indenture and Security Agreement (Mortgage) with Recordation No. 15701-H dated as of January 30, 1990 and covering four (4) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54064, 54510, 54512, and 54513 and eight (8) food service cars bearing Amtrak road numbers 53006, 53007, and 53504 to 53509, inclusive.

The undersigned is one of the attorneys for Amtrak.

Respectfully submitted,


William F. Erkelenz
General Solicitor

JAN 20 1990 -12 00 AM

INTERSTATE COMMERCE COMMISSION
EDC CONFIRMATORY SUPPLEMENT NO. 3

CONFIRMATORY SUPPLEMENT dated as of January 30, 1990 to the Security Agreement (Mortgage) dated as of June 30, 1988, as supplemented, between National Railroad Passenger Corporation (the "BORROWER") and Export Development Corporation ("EDC").

WHEREAS, the parties hereto entered into the above-mentioned Security Agreement (Mortgage) to create a first purchase-money lien on the rolling stock to be purchased by the BORROWER pursuant to the COMMERCIAL CONTRACT referred to therein; and

WHEREAS, the parties hereto wish hereby to confirm for the record the identity of the items of such rolling stock which have heretofore been delivered to the BORROWER pursuant to such COMMERCIAL CONTRACT and for which a Confirmatory Supplement has not yet been entered into.

NOW, THEREFORE, it is confirmed that the items of rolling stock identified on Appendix I hereto by Model, Type, Serial Number and Road Numbers are subject to the lien of the above-mentioned Security Agreement (Mortgage).

IN WITNESS WHEREOF, the parties hereto have signed and delivered this Confirmatory Supplement.

NATIONAL RAILROAD PASSENGER
CORPORATIONBy: Name: Richard I. Klein
Title: Treasurer

EXPORT DEVELOPMENT CORPORATION.

By: _____

Name: W. James Brockbank
Title: Area Manager

By: _____

Name: Peter A. Foran
Title: General Manager

EDC CONFIRMATORY SUPPLEMENT NO. 3

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WHEREAS, the parties hereto wish hereby to confirm for the record the identity of the items of such rolling stock which have heretofore been delivered to the BORROWER pursuant to such COMMERCIAL CONTRACT and for which a Confirmatory Supplement has not yet been entered into.

NOW, THEREFORE, it is confirmed that the items of rolling stock identified on Appendix I hereto by Model, Type, Serial Number and Road Numbers are subject to the lien of the above-mentioned Security Agreement (Mortgage).

IN WITNESS WHEREOF, the parties hereto have signed and delivered this Confirmatory Supplement.

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____
Name: Richard I. Klein
Title: Treasurer

EXPORT DEVELOPMENT CORPORATION

By: 
Name: W. James Brockbank
Title: Area Manager

By: 
Name: Peter A. Foran
Title: General Manager

District of
Columbia

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) ss
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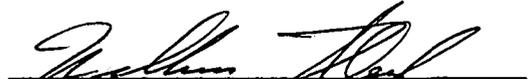
On this 23rd day of January, 1990
before me personally appeared Richard I. Klein, to me personally
known, who being by me duly sworn, says that he is the Treasurer
of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument
was signed on behalf of said corporation by authority of its
Board of Directors, and he acknowledges that the execution of
the foregoing instrument was the free act and deed of said
corporation.


Notary Public

My Commission Expires: 1-1-95

Province of Ontario)
City of Ottawa) ss

On this 16th day of January, 1990 before me personally appeared W. James Brockbank, to me personally known, who being by me duly sworn, says that he is an Area Manager of EXPORT DEVELOPMENT CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires: _____

do not

Province of Ontario)
City of Ottawa) ss

On this 16th day of January, 1990 before me personally appeared Peter A. Foran, to me personally known, who being by me duly sworn, says that he is a General Manager of EXPORT DEVELOPMENT CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires: _____

do not

DESCRIPTION OF ITEMS OF EQUIPMENT

<u>Model</u>	<u>Type</u>	<u>Road No.</u>
Horizon Fleet	Coach	54064
Horizon Fleet	Coach	54510
Horizon Fleet	Coach	54512
Horizon Fleet	Coach	54513
Horizon Fleet	Food Service	53006
Horizon Fleet	Food Service	53007
Horizon Fleet	Food Service	53504
Horizon Fleet	Food Service	53505
Horizon Fleet	Food Service	53506
Horizon Fleet	Food Service	53507
Horizon Fleet	Food Service	53508
Horizon Fleet	Food Service	53509